

BY-LAWS OF THE AMERICAN WATCHMAKERS-CLOCKMAKERS INSTITUTE

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Article I Membership

Sec. 1 Membership in the Institute shall be limited to the following classifications:

- (A) Individual
 - Regular
 - Life Members
 - Honorary Life Members
 - Student
 - Senior
- (B) Corporate
 - Affiliate Chapter
 - Industry Advisory Board
 - Research and Education Council

Sec. 2 Individual members shall have voting rights unless otherwise specified.

Sec. 3 Life Members

(A) Any individual member may purchase a life membership by making a one-time dues payment as specified in the policy manual.

Sec. 4 Honorary Life Member

(A) The Board of Directors may confer an Honorary Life membership upon anyone they deem worthy by 2/3 vote of the Board of Directors.

(B) Honorary Life members shall have the same voting rights they had before receiving this honor.

(C) Honorary Life Members shall have the same rights as any regular member.

Sec. 5 Student membership shall have voting rights unless otherwise specified and be reserved for those actively engaged in a recognized school of horology or apprenticeship program. Student membership shall be limited to a two (2) year period.

Sec. 6 Senior membership shall be available to those members over the age of 70 who have been regular members of the Institute for at least five (5) consecutive years.

Sec. 7 Affiliate Chapter membership may be conferred on any organized horological group meeting the qualifications stated in the Constitution, Bylaws and Policy guide for this category.

Sec. 8 Industry Advisory Board membership shall be a company which meets the qualifications stated in the Constitution, Bylaws and Policy guide for this category.

Sec. 9 Research and Education Council shall be for those that meet the qualifications stated in the Constitution, Bylaws and Policy guide for this category.

Article II Application for Membership

Sec. 1 All applicants for membership shall complete a membership application form.

Sec. 2 Application for membership shall be submitted to the executive director. It shall be the executive director's duty to judge the admissibility of the applicant, according to the qualifications and standards set forth in the Constitution and Bylaws. Race, creed, sex or national origin shall not be considered in judging the admissibility of any applicant.

Sec. 3 Each member shall subscribe to the Code of Ethics of the Institute as follows:
In business practices, each member will conduct him or herself in such a manner as will reflect well on him or her; on the American Watchmakers-Clockmakers Institute, and on the entire watch and clock repair industry, including all its participants

Article III Dues

Sec. 1 The annual dues of all members are payable in advance.

ARTICLE IV CERTIFICATION

Sec 1. Rules governing the certification of an applicant including definitions for the categories of certification shall be recorded in the documents *Standards and Practices for Watchmakers* and *Standards and Practices for Clockmakers*.

Sec 2. The Education and Standards Committee in cooperation with the exam administrators, assessors, and Board of Examiners recommend changes to certification by updating the Standards & Practices documents. Changes to the Standards & Practices documents must be approved by a majority of the Board of Directors.

Sec 3. The Board of Examiners and Chief Examiner oversee all certification and assessment processes, including construction, administration, and scoring of candidate assessments in accordance with the Standards and Practices documents. No member of the Board of Examiners may serve on the Education and Standards Committee.

Sec 4. The Chief Examiner may receive financial compensation at a rate determined by the Executive Committee for his/her services and shall not serve on the Board of Directors, on any other committee, or be employed in any other manner by AWCI.

Article V Dismissal

Sec. 1 Any member or officer is subject to dismissal from the Institute or office for any of the following reasons:
(A) Nonpayment of dues
(B) Deliberate falsification of membership application

- (C) Failure to perform the duties of an officer in a reasonable manner
- (D) Misfeasance, malfeasance, or nonfeasance of office
- (E) Fraud, deceit, theft, or embezzlement of any of the Institute's property
- (F) For failure to follow the code of ethics

Sec. 2 Any member involved in an action that may result in dismissal must be afforded due process.

Article VI Board of Directors

Sec. 1 Each past president shall automatically become ex-officio member of the Board of Directors for the term, or terms, his/her immediate successor serves as president.

Sec. 2 Ex-officio directors shall not have voting rights unless said director is serving as an elected director.

Sec. 3 No person may become a member of the Board of Directors unless that person is an active voting member of the Institute and has been in good standing for at least one (1) year immediately previous to election.

Sec. 4 Directors shall assume their office at the annual meeting of the Board of Directors.

Sec. 5 (A) Should a vacancy be created on the Board of Directors, the candidate receiving the next highest number of votes at the preceding election for directors shall fill the vacancy.

(B) The Board of Directors shall declare an elective office vacant, for any reason, by an affirmative written vote of 70 percent of all the directors, excluding the holder of that office.

Sec. 6 Any director who does not qualify to serve on the Board for any reasons set forth in this article immediately vacates the Board position.

Sec. 7 The election of officers by the Board of Directors shall be by secret ballot. A nominee must receive a majority of the votes cast.

Sec. 8 Eligibility for election as an officer requires that a candidate must have served as a member of the Board of Directors for no less than one (1) year, and must be an active member of the Institute and a member of the Board of Directors at the time of election.

Sec.9 The term of all officers shall begin after their election and upon taking their oath of office at the annual meeting of the Board of Directors. Officers shall

continue in their respective offices until their successors have taken the oath of office.

- Sec. 10 In the case of a vacancy in the president's office, the vice president(s) shall advance to the next highest office in order of their ranking. The Board of Directors may fill the office of vice president(s) if they deem it necessary, the new officer(s) will take office immediately upon their election.
- Sec. 11 In the case of a vacancy in the office of the secretary or treasurer of the Institute, the Board of Directors shall elect a successor from their own number to serve the unexpired term. They will begin serving in such capacity immediately upon their election.
- Sec. 12 The Board of Directors of the Institute, and each of them, in the management of the business affairs and property of the Institute, and in the selection, supervision and control of its committees, and of the officers and agents of the Institute, shall give the attention and exercise the vigilance, diligence, care, and skill that prudent people use in like or similar circumstances.
- Sec. 13 The Board of Directors shall have complete charge and control of the property of the Institute, and decisions in matters relative to such property shall be final. The exception to this shall be those duties and responsibilities of the James M. Dodson Perpetuation Fund.
- Sec. 14 The Board of Directors shall have jurisdiction over the general management of the affairs of the Institute except for the management affairs assigned to the James M. Dodson Perpetuation Fund.
- Sec. 15 The Board of Directors, at its discretion, may remove any or all members of any committee. The vacancies arising from this, or any other cause, shall be filled by appointees of the president. The Board of Directors shall vote to either accept or reject said appointees.
- Sec. 16 The Board of Directors at the mid-year meeting shall appoint one member to the James M. Dodson Perpetuation Fund by a majority vote.
- Sec. 17 In even numbered years, the Board of Directors at the mid year meeting shall appoint by majority vote two (2) members to the ELM Trust to each serve a two year term. In odd numbered years, the Board of Directors shall appoint by majority vote three (3) members to the ELM Trust to each serve a two year term.

Article VII President

Sec. 1 The President shall:

- (a) Preside over all meetings of the Board of Directors and other national meetings.
- (b) Appoint all committees, and be an ex-officio member of all such committees except the nominating committees and as otherwise provided in the Constitution and Bylaws.
- (c) Appoint an official parliamentarian for the Institute to be available to the Board of Directors and any committee for guidance in the conduct of their meetings and deliberations. The parliamentarian shall interpret the Constitution and Bylaws as questions may arise.

Sec. 2 The president may assign committees to the jurisdiction of a member of the board of directors and the board member assigned will be an ex-officio member of such committees without a vote.

Sec. 3 The president shall be vested with the authority to issue directives for the purpose of conveying operating instructions that are necessary to fulfill the duties of his office. At all times, these directives are to be in accordance with the Constitution and Bylaws of the Institute.

Sec. 4 The president will not serve more than three (3) consecutive one year terms in such office. For the purpose of this section, a "term" shall not include any time served as president as a result of the death, resignation, removal or other termination of his/her predecessor in office.

Article VIII Vice President

Sec. 1 The vice president(s) shall perform the duties of the president during the unavailability or incapacitation of the president, in order of their ranking.

Sec. 2 The vice president(s) shall perform such duties as the president may assign them.

Article IX Secretary

Sec. 1 The secretary shall keep the minutes of the Executive Committee and Board of Directors meetings.

Sec. 2 The secretary shall give all notices required by statute, by law or by resolution, including written notice of the time, location, and purpose of all general or special meetings of the Board of Directors prior to such meetings.

- Sec. 3 The secretary shall perform such other duties as may be delegated by the Board of Directors.
- Sec. 4 The secretary may delegate to the executive director certain secretarial duties, but not the responsibilities of the office.
- Sec. 5 The Secretary must compile an ongoing list of all motions passed and failed, for their term of office and include this list in the minutes of the annual meeting.

Article X Treasurer

- Sec. 1 The treasurer shall have custody and keep accounts of money, funds, and property unless otherwise determined by the Board of Directors, and shall render such accounts and present such statements to the directors and president as may be required.
- Sec. 2 The treasurer shall pay out money as business may require upon the order of the properly constituted officer or officers of the Institute, taking proper vouchers thereof. The Board of Directors shall have the power, by resolution, to delegate any of the duties of the treasurer to other officers or agents and to designate what officers or agents shall countersign all bills, notes, checks, vouchers, orders, or other instruments.
- Sec. 3 The treasurer shall perform such other duties as may be delegated by the Board of Directors.

Article XI Executive Director

- Sec. 1 The Executive Director shall be appointed by the Executive Board, subject to the approval of the majority of the entire Board of Directors. The executive director shall remain in office until:
- (A) He/she submits a written resignation and it is accepted by the Board of Directors.
 - (B) He/she is discharged by an affirmative vote of not less than 2/3 of the entire Board of Directors.
- Sec. 2 The Executive Director shall perform such duties as are delegated by the president and Board of Directors. The Executive Director shall have complete charge of the administrative activities carried on by the headquarters office of the Institute, including the appointment of staff personnel, determination of their compensation within a budget approved by the Board of Directors, and such other duties as are appropriate to conduct the business of the Institute.

- Sec. 3 The Executive Director may, if beneficial to the Institute, enter into contract for employment of staff personnel. Such contracts shall be reviewed and approved by the Institute's legal counsel., so far as legal issues are concerned.
- Sec. 4 All funds received by any person for the Institute shall be delivered immediately to the treasurer or to the executive director who shall enter them in the book of accounts and deposit such funds as are received to the credit of the Institute in a bank designated by the Board of Directors. The funds of the James M. Dodson Perpetuation Fund shall be received and paid by the James M. Dodson Perpetuation Fund.
- Sec. 5 The Executive Director shall act as budget director of the Institute under the direction and supervision of the president, the treasurer, and the Finance Committee. The Executive Director shall be charged with the responsibility and vested with the authority to prepare an estimate of all receipts and expenditures of the Institute, and present them to the Finance Committee by May 15th of each fiscal year.
- Sec. 6 The Executive Director may delegate his duties to appropriate office staff, but not the responsibilities of the office.
- Sec. 7 The compensation paid the Executive Director shall be as approved by the Executive Committee.
- Sec. 8 The Executive Director shall prepare an annual report to be presented at the annual Board of Directors meeting. This report shall summarize the activities of the Institute and comment on the financial status of the Institute. This report may also contain recommendations which the Executive Director would like the Board of Directors to consider.
- Sec. 9 The Executive Director will report all financial transactions to the Treasurer.

Article XII Affiliate Chapters

- Sec. 1 Any horological association, society, or guild having at least ten (10) members who are active members of the institute shall be eligible to petition for standing as an AWCI affiliate chapter. To become affiliated:
- (A) Such group shall file application for affiliation together with a copy of its Constitution, Bylaws, list of names and addresses of its members, and prescribed chapter fee, with the executive director.
- (B) After approval of their Constitution and Bylaws by the Institute's Constitution and Bylaws Committee, the executive director of the Institute shall submit the application to the Institute's Board of Directors. An affirmative vote of the majority of the Board of Directors shall constitute approval of affiliation. The executive director shall notify such a group of

the approval of its application and issue a charter. That group shall then be an Affiliate Chapter of the American Watchmakers-Clockmakers Institute.

- (C) In the event the majority of the members of the Board of Directors fail to approve the affiliation, the applicant shall then be given an opportunity to meet the qualifications necessary for affiliation.
- (D) If affiliation is denied by the Board of Directors, the chapter fee shall be returned to the applicant.

Sec. 2 Delegates and alternates may be chosen by the Affiliate Chapters to attend the Institute's annual Affiliate Chapter meeting.

- (A) Each Affiliate Chapter, regardless of size or location, shall be entitled to one delegate, who upon presentation of written authorization by the Chapter may attend the Affiliate Chapter meeting. This delegate, or an alternate serving in the delegate's capacity, shall have one vote during the Affiliate Chapter meeting. Delegates shall be active members of the Institute. Delegates are encouraged to attend open sessions of the Board of Directors; they will have no vote, but may enter into the discussion of the issues.
- (B) Affiliate Chapters may send as many alternates to the annual Affiliate Chapter meeting as they deem advisable, however, only the delegate shall have voting rights. Alternates shall be active members of the Institute. Alternates are encouraged to attend open sessions of the Board of Directors; they will have no vote, but may enter into the discussion of issues.
- (C) Directors of the Institute shall not serve in the capacity of a voting delegate with the exception of the delegate selected to be the Affiliate Chapter Director. Directors may serve as nonvoting representatives if so designated by their Affiliate Chapter.
- (D) The Affiliate Chapters shall be responsible to arrange for the expenses of their delegates and alternates.

Sec. 3 The delegates shall elect one of their group to serve as chairman of the affiliate chapter group. The term of office shall be one year and the chairman shall not serve more than three (3) consecutive terms.

- (A) The delegates may select or appoint any other officers or committees they deem necessary.
- (B) The delegates may adopt rules designed to facilitate the orderly transaction of business, provided such rules are not in conflict with the Institute's constitution or By-laws.

Sec. 4 An Affiliate Chapter delegate chosen by the delegates shall serve on the Institute's Board of Directors as prescribed in the Constitution.

Sec. 5 The Affiliate Chapter delegates, at their annual meeting, may select one Affiliate Chapter delegate to serve a one year term as a director of the Institute. This person, upon approval of his/her credentials by the Board of Directors, shall become a director and have the same rights as elected Board members, including the right to vote, provided that such person is an active voting member of the Institute, and has been in good standing at least one year immediately prior to his/her selection for this post. This person shall be known as the Affiliate Chapter Director.

Sec 6 The Affiliate Chapter Director may not serve more than three (3) consecutive one year terms on the Board of Directors in that capacity. Any term or terms served consecutively as the Affiliate Chapter Director shall be considered the same as having served one term on the Board of Directors.

Article XIII Industry Advisory Board

Sec. 1 The purpose of the Industry Advisory Board is:

(A) To give assistance and recommendations to the executive director, the president of the Institute, and the board of directors of the Institute on any suggestion for projects undertaken by the organization.

Sec. 2 The chairman or some other representative chosen by the Executive Committee of the Industry Advisory Board shall serve as an ex-officio member of the Board of Directors. This person, upon approval of credentials by the Board of Directors, shall have the same rights as a Board member, including voting rights. This person shall be known as the Industry Advisory Board Director.

Sec. 3 The Industry Advisory Board Director's term of office shall be one (1) year. An individual shall be eligible to serve no more than three (3) consecutive one (1) year terms in this capacity.

Sec. 4 No person may become an Industry Advisory Board Director unless that person is an active member of the Institute, and has been in good standing for at least one (1) year prior to selection as Industry advisory Board Director.

Article XIV Research and Education Council

Sec. 1 The purpose of the Research and Education Council shall be:

- (A) To give assistance to the officers, directors, and general membership of the Institute on any research and education projects undertaken by the Institute.
 - (B) To make recommendations and advise the officers, directors and the executive director on research and education activities that should be undertaken by the Institute for the betterment of the members.
- Sec. 2 The requirements for schools to qualify for membership in the Research and Education Council are:
- (A) They must operate a full time program in either watch or clock repair with a minimum of thirty classroom hours per week.
 - (B) The program shall contain a total of at least 1200 hours specializing in either watch or clock repair, but not combined.
 - (C) The school and the watch/clock program should be in existence for at least two years and have graduated at least six students within the two years prior to making application.

Article XV Committees

- Sec. 1 The following shall be standing committees of the Institute:
- (A) Education and Standards
 - (B) Horological Times
 - (C) Strategic Action
 - (D) Convention
 - (E) Ethics
- Sec. 2 Standing committees' duties shall be as described in the policy manual.
- Sec. 3 Subcommittees of the above will be listed in a policy manual approved by the Board of Directors.
- Sec. 4 Committee members shall be members of the Institute in any classification which has voting rights. The committee appointees shall require approval of the Board of Directors.
- Sec. 5 Committees shall perform the duties required of them by the Bylaws and policy manual, or assigned to them by the Board of Directors, the president, or which are included in the records of the activities of the Standing committees.
- Sec. 6 Special Committees, a chairman and members thereof, may be appointed by the president at any time and shall require approval of the Executive Committee. Special committees shall not be listed in the Bylaws and shall cease to exist upon completion of their assigned duties.

Sec. 7 The Executive Committee shall direct the ordinary and routine operations and manage the affairs and finances of the Institute between meetings of the Board of Directors. The Executive Committee shall meet at such times and locations as the president directs. Actions taken by the Executive Committee shall have the same validity as actions by the Board of Directors unless the Board rejects such actions as they appear in the minutes of the Executive Committee meeting. Executive Committee meeting minutes must be presented to the Board of Directors for consideration no later than fifteen (15) days after an Executive Committee meeting.

Sec. 8 Finance Committee

(A) Except for the duties assigned to the James M. Dodson Perpetuation Fund in the Constitution, the Finance Committee shall be the financial advisor to the Board of Directors, and shall review the annual budget covering the operations of the Institute for the fiscal year. The annual budget shall be presented to the Board of Directors no later than the annual meeting.

(B) When the budget has been adopted by the Board of Directors, no expenditures shall be made, or liabilities incurred thereafter, in excess of the various budget classifications (not line items) without being reviewed by the Finance Committee and approved by the Board of Directors.

(C) An annual audit or financial review as required of the financial records of the Institute shall be conducted by an independent firm of state licensed or certified public accountants, which has been approved by the Executive Committee. This report shall be sent to the members of the Finance Committee and all members of the Board of Directors. A full copy shall be available to any member requesting the same.

Sec. 9 Nominating Committee for Board of Directors

(A) This committee shall submit names and qualifications for nominees for the Board of Directors. They shall submit no less than two (2) and no more than three (3) nominees per position on the annual ballot. This list of candidates shall be submitted no later than the last day of December.

(B) The chairman of the Nominating Committee for the Board of Directors shall be responsible for determining the availability of a nominee to accept the office for which s/he is being nominated, for examining his qualifications to determine his eligibility, and for obtaining the nominee's pledge to serve actively in the office for which s/he is being nominated.

(C) One half of one percent or more active members of the Institute who are eligible to vote may nominate one candidate by petition. That person's name shall be included on the ballot provided that person meets the qualifications required to serve as a director of the Institute.

- (D) The petition of nomination, signed by the members must be received by the Executive Director no later than midnight of the 30th of January for placement on the ballot.
- (E) The executive director shall arrange to have Board member candidates' names placed on the ballot in a randomly selected order.
- (F) The selected nominees be notified that they have been selected by January 10th.
- (G) The nominating committee will notify each candidate whether they have or have not been selected by the committee by the appropriate date.
- (H) The names of the persons selected to be nominated for the board not be posted until the nominating process is complete.

Sec. 10 The Nominating Committee for Officers shall submit to the Board of Directors the names of not less than one, nor more than two nominees for each office. Additional nominations may be made by any Board member.

Article XVI Fellow American Watchmakers-Clockmakers

Institute

Sec. 1 Fellow American Watchmakers-Clockmakers Institute

- (A) The Honor Awards Committee shall receive suggestions for candidates for this award by any AWCI member in good standing (including any member of the Awards Committee). The person making the nomination will submit in writing to the committee the reasons why this person is worthy of receiving this award. (A nomination form is available for download on the AWCI web site.) This must be done not less than 90 days prior to the annual meeting. The committee may make a selection of one (1) candidate whom they shall present to the Board of Directors together with the details of their reason for selecting the individual no later than 70 days prior to annual meeting. The Board of Directors will, by secret ballot conducted by mail, vote on the committee's nominee. The ballots must be mailed no later than 50 days and results received no later than 30 days prior to annual meeting. If the candidate receives at least 80% affirmative votes from the total number of Directors, the title shall be awarded to the candidate.
- (B) The Awards Committee shall not be obliged to present a candidate each and every year and no more than one (1) person shall be selected each year.
- (C) Presentation of the award shall be made at the next AWCI Annual Awards Banquet following the candidate's selection.
- (D) A person selected for this award shall:

1. Be entitled to use the designation "Fellow–American Watchmakers Clockmakers Institute" or FAWCI.
2. Receive a pin and trophy especially designed for this title.
3. Receive an Honorary Life Membership in the American Watchmakers Clockmakers Institute.

Sec. 2 Outstanding Achievement Award

Will be awarded to recognize a watchmaker or clockmaker for outstanding personal achievements or accomplishments such as projects, inventions, innovative or creative ideas that meet a need, or a recognized business success.

- (A) The Honor Awards Committee shall receive suggestions for candidates for this award by any AWCI member in good standing (including any member of the Awards Committee). The person making the nomination will submit in writing to the committee the reasons why this person is worthy of receiving this award. (A nomination form is available for download on the AWCI web site.) This must be done not less than 90 days prior to the annual meeting.
- (B) The Honor Awards Committee shall not be obliged to present this award each and every year and no more than one (1) person shall be selected each year.
- (C) The final decision of who receives this award rests solely upon the Awards Committee. There is no need for Board approval. However, documentation stating the details of their reason for selecting the individual must be presented to the office no later than thirty (30) days prior to the annual meeting. After the annual meeting this documentation will be turned over by the office to the Board for inclusion in the official record.
- (D) Presentation of the award shall be made at the next AWCI Annual Awards Banquet following the candidate's selection.
- (E) The award shall be in the form of a plaque designed solely for this award.

Sec. 3 Meritorious Service Awards

Will be awarded to a person who has made a significant contribution to AWCI and its members.

- (A) The Honor Awards Committee shall receive suggestions for candidates for this award by any AWCI member in good standing (including any member of the Awards Committee). The person making the nomination will submit in writing to the committee the reasons why this person is worthy of receiving this award. (A nomination form is available for download on the AWCI web site.) This must be done not less than ninety (90) days prior to the annual meeting.

- (B) The Awards Committee shall not be obliged to present this award each and every year and no more than one (1) person shall be selected each year.
- (C) The final decision of who receives this award rests solely upon the Awards Committee. There is no need for Board approval. However, documentation stating the details of their reason for selecting the individual must be presented by the Awards Committee to the office no later than thirty (30) days prior to the annual meeting. After the annual meeting this documentation will be turned over by the office to the Board for inclusion in the official record.
- (D) Presentation of the award shall be made at the next AWCI Annual Awards Banquet following the candidate's selection.
- (E) The award shall be in the form of a plaque designed solely for this award.

Sec. 4 Appreciation Award

This honor may be awarded to those persons who make one-time contributions of time and/or money. For example: Seminar Presenters and Keynote Speakers at Annual Meetings, visiting instructors to the AWCI Academy, significant contributors to the Trade Fair Booth effort, etc.

Article XVII Bylaws Amendment

- Sec. 1 Any director or any group of twenty-five (25) members eligible to vote, may propose an amendment to the Bylaws by submitting it in writing over their signatures to the Constitution and Bylaws Committee.
- Sec. 2 It shall be incumbent upon anyone proposing a change in the Bylaws to include all changes in articles, sections, numbers and/or letters which would be affected or altered by the proposed change. If the committee agrees that the proposal is in proper form, they shall notify the president within 30 (thirty) days. If the committee determines the proposal is not in proper form it shall be returned to the member for correction.
- Sec. 3. A period no less than 30 days must pass between the time a motion concerning a change to the bylaws is presented to the board of directors and the time a vote is taken.

Article XVIII Fiscal Year

- Sec. 1 The fiscal year of the Institute shall commence on the first day of July and end on June 30.

Article XIX Surety Bond

Sec. 1 The Executive Committee shall secure, at the Institute's expense, a corporate surety bond or bonds, covering the headquarters office personnel and such others in such form, and in such amounts as may from time to time, be prescribed by the Executive Committee.

Article XX Parliamentary Procedure

Sec. 1 All parliamentary procedure not covered by the Constitution and Bylaws, upon request shall be conducted under the rules as set forth by "The Standard Code of Parliamentary Procedure by Alice Sturgis, revised by the American Institute of Parliamentarians".

Article XXI The James M. Dodson Perpetuation Fund

Sec. 1 Purpose and Procedures

- (A) To monitor the investment of the James M. Dodson Perpetuation Fund and determine that they are invested as required by the Constitution.
- (B) To insure the continuation of the existence and activities of the American Watchmakers-Clockmakers Institute.

Sec. 2 Trustees

The James M. Dodson Perpetuation Fund shall be held and managed by a board consisting of five (5) trustees, to be known as the James M. Dodson Perpetuation Fund Trust.

- (A) Three (3) past members of the executive committee of the Institute shall be appointed as trustees by the Executive Committee. One shall be appointed each year, to serve a three year term. Vacancies shall be filled within 90 days by the Executive Committee.
- (B) The president and treasurer shall be trustees and shall serve until replaced in office.
- (C) All five trustees shall have voting rights. (d) A minimum of 3 votes shall decide issues before the trustees.

Sec. 3 Meetings

- (A) The trustees shall meet at least annually preferably during the dates of the annual Board of Directors meeting.
- (B) Additional meetings shall be held according to Ohio State law.
- (C) The president shall serve as chairman of the James M. Dodson Perpetuation Fund.

- (D) The executive director or someone designated by the Chairman, shall record the minutes of all official meetings of the Trustees.
- (E) The Executive Director, or someone designated by the chairman, shall report to the trustees the status of the investments the trustees are responsible to monitor.

Sec. 4 Fund Management

(A) A resolution shall be filed with the custodian of the James M. Dodson Perpetuation Fund's investments. Authorized signatures will be the trustees of the perpetuation fund.

(B) Any three (3) trustees acting collectively are hereby authorized to establish and sign agreements between this Corporation and financial institutions and to sell, transfer, convey and or deliver any and all stocks, bonds, or other securities now or hereafter registered in the name of the Corporation.

Sec. 5 Additional Responsibilities

The Board of Directors may request the James M. Dodson Perpetuation Fund Trustees to administer and invest other funds, not established in the Constitution, according to the current written investment policy of AWCI.

Article XXII Membership and Institute Records

Sec. 1 Membership and Institute records or other information are the property of the Institute.

Sec. 2 The Board of Directors shall establish rules governing access to such records or information.